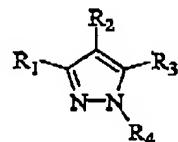


Appendix: Clean Version of Claims Pending After Amendment

1. (Amended) A compound having a formula selected from the group consisting of:



and its pharmaceutically acceptable salts, wherein:

R<sub>1</sub> is optionally substituted *para*-hydroxyphenyl;

R<sub>3</sub> is selected from the group consisting of optionally substituted hydroxyaryls and alkoxyaryls;

R<sub>2</sub> is selected from the group consisting of optionally substituted loweralkyls; and

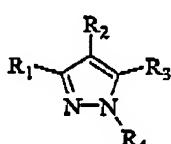
R<sub>4</sub> is selected from the group consisting of optionally substituted cycloalkyls.

2. (Amended) The compound of claim 1, wherein R<sub>3</sub> is selected from the group consisting of optionally substituted hydroxyaryls.

3. (Amended) The compound of claim 1, wherein R<sub>3</sub> is selected from the group consisting of optionally substituted alkoxyaryls.

4. The compound of claim 1, wherein at least one of R<sub>1</sub> and R<sub>3</sub> is substituted with at least one hydroxy or alkyloxy group.

5. (Amended) A compound having a formula selected from the group consisting of:



and its pharmaceutically acceptable salts, wherein:

R<sub>1</sub> is optionally substituted *para*-hydroxyphenyl;

R<sub>3</sub> is selected from the group consisting of optionally substituted phenoxyloweralkyls;

R<sub>2</sub> is selected from the group consisting of optionally substituted loweralkyls; and

R<sub>4</sub> is selected from the group consisting of optionally substituted cycloalkyls.

6. The compound of claim 5, wherein at least one of R<sub>1</sub> and R<sub>3</sub> is substituted with a substituent selected from the group consisting of halogen, nitro, cyano, loweralkyl, halolowerlalkyl, loweralkyloxy, haloloweralkyloxy, carboxy, loweralkyloxycarbonyl, aryloxycarbonyl, (cycloloweralkyl) oxycarbonyl, aralkyloxycarbonyl, heteroaryloxycarbonyl, heteroaralkyloxycarbonyl, (heterocycloloweralkyl) oxycarbonyl, loweralkylsulfinyl, loweralkylsulfonyl, loweralkylthio, arylthio, loweralkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, heteroarylcarbonyloxy, heteroaralkylcarbonyloxy, (cycloloweralkyl) carbonyloxy, alkylsulfonylamino, (heterocycloloweralkyl) carbonyloxy, aminocarbonyl, loweralkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, heteroarylamino carbonyl, and heteroaralkylaminocarbonyl.

7. (Amended) The compound of claim 6, wherein at least one of R<sub>1</sub> and R<sub>3</sub> is substituted with a substituent selected from the group consisting of halogen, nitro, cyano, loweralkyl, halolowerlalkyl, loweralkyloxy, haloloweralkyloxy, carboxy, loweralkylthio, aminocarbonyl, and loweralkylsulfinyl.

8-9. (Canceled)

10. (Amended) The compound of claim 1, wherein at least one of R<sub>1</sub> and R<sub>3</sub> is substituted with at least one hydroxy or thio group.

11. (Amended) The compound of claim 1, wherein at least one of R<sub>1</sub> and R<sub>3</sub> is substituted with a substituent selected from the group consisting of halogen, loweralkyl, halolowerlalkyl, loweralkyloxy, haloloweralkyloxy, carboxy, loweralkyloxycarbonyl, aryloxycarbonyl, (cycloloweralkyl) oxycarbonyl, aralkyloxycarbonyl, heteroaryloxycarbonyl, heteroaralkyloxycarbonyl, (heterocycloloweralkyl) oxycarbonyl, loweralkylsulfinyl, loweralkylsulfonyl, loweralkylthio, arylthio, loweralkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, heteroarylcarbonyloxy, heteroaralkylcarbonyloxy, (cycloloweralkyl)

carbonyloxy, (heterocycloloweralkyl) carbonyloxy, aminocarbonyl, loweralkylaminocarbonyl, arylaminocarbonyl, aralkylaminocarbonyl, heteroarylaminocarbonyl, and heteroaralkylaminocarbonyl.

12. A composition for use in treating an estrogen receptor-mediated disorder in a mammal, comprising a therapeutically effective amount of a compound of claim 1 in a pharmaceutically effective carrier.